

Edgar Filing: PCCW LTD - Form F-6 POS

PCCW LTD  
Form F-6 POS  
June 04, 2007

As filed with the Securities and Exchange Commission on June 4, 2007  
Registration No. 333-12010

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

-----  
PCCW LIMITED  
(Exact name of Registrar as Specified in its Articles of Incorporation)

-----  
(Translation of issuer's name into English)

-----  
Hong Kong  
(Jurisdiction of incorporation or organization of issuer)

-----  
CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

-----  
399 Park Ave  
New York, New York 10022  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of depositary's principal executive offices)

-----  
National Corporate Research, Ltd.  
225 W. 34th Street, Suite 910  
New York, New York 10122  
(800) 221-0102  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----  
Copies to:

William Barron Esq.  
Davis Polk & Wardwell  
18th Floor, the Hong Kong Club Building  
3A Chater Road, Central  
Hong Kong

Patricia Brigantic Esq.  
Citibank, N.A.  
388 Greenwich Street (17th Floor)  
New York, New York 10013

Edgar Filing: PCCW LTD - Form F-6 POS

It is proposed that this filing become effective under Rule 466:  
(check the appropriate box)

immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

This Post-Effective Amendment No. 1 to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amendment No. 1 to Amended and Restated Deposit Agreement filed as Exhibit (a) (i) to this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 and incorporated herein by reference.

II-2

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory paragraph.
2. Title of Receipts and identity of deposited securities	Face of Receipt - top center and introductory paragraph.
Terms of Deposit:	
(i) The amount of deposited securities represented by American Depositary Share	Face of Receipt - upper right corner and introductory paragraph.
(ii) Any procedure for voting the	Reverse of Receipt - Paragraphs

## Edgar Filing: PCCW LTD - Form F-6 POS

	deposited securities	(16) and (17).
(iii)	The procedure for collecting and distributing dividends	Reverse of Receipt - Paragraphs (14) and (16).
(iv)	The procedure for transmitting notices, reports and proxy soliciting material	Face of Receipt - Paragraph (13); Reverse of Receipt - Paragraph (14), (16) and (17).
(v)	The sale or exercise of rights	Reverse of Receipt - Paragraph (14).
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Reverse of Receipt - Paragraphs (14) and (18).

II-3

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions).
(viii) The rights that holders of Receipts have to inspect the books of the Depository and the list of Receipt holders	Face of Receipt - Paragraph (13).
(ix) Any restrictions upon the right to transfer or withdraw the underlying securities	Face of Receipt - Paragraphs (2), (3), (4), (6) and (7). Reverse of Receipt - Paragraphs (15), (23) and (25).
(x) Any limitation on the Depository's liability	Reverse of Receipt - Paragraphs (19) and (20).
3. Fees and charges which may be imposed directly or indirectly on holders of Receipts	Face of Receipt - Paragraph (10).
Item 2. AVAILABLE INFORMATION	Face of Receipt - Paragraph (13)

PCCW Limited (the "Company") has been subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and has filed certain reports with, and submitted certain information to, the United States Securities and Exchange Commission (the "Commission"), which reports can be retrieved from the Commission's Internet website at [www.sec.gov](http://www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. The Company has filed a Form 15F ("Form 15F") with the Commission, which has suspended the Company's duty under the Exchange Act to file or submit the reports required under Sections 13(a) or 15(d) of the Exchange Act. Upon the effectiveness of Form 15F, the Company's duty to file or submit reports under Sections 13(a) or 15(d) of the Exchange Act will terminate and the Company will, pursuant to Rule 12g3-2(e) (1), receive the exemption from the reporting

## Edgar Filing: PCCW LTD - Form F-6 POS

obligations of the Exchange Act provided by Rule 12g3-2(b). In order to satisfy the conditions of Rule 12g3-2(b), the Company intends to publish the information contemplated in Rule 12g3-2(b)(1)(iii) under the Exchange Act in English on its Internet website or through an electronic information delivery system generally available to the public in the Company's primary trading market. The Company has specified in Form 15F the Internet website or the electronic information

II-4

delivery system on which it intends to publish such information. The information so published by the Company cannot be retrieved from the Commission's Internet website, and cannot be inspected or copied at the public reference facilities maintained by the Commission. If the Form 15F is not declared effective, the Company will again be subject to the periodic reporting requirements of the Exchange Act and will be required to file with the Commission, and submit to the Commission, certain reports that can be retrieved from the Commission's Internet website at [www.sec.gov](http://www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission.

### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 3. EXHIBITS

(a) (i) Form of Amendment No. 1 to Amended and Restated Deposit Agreement, by and among the Company, Citibank, N.A., as Depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (a) (i).

(a) (ii) Amended and Restated Deposit Agreement, dated as of August 7, 2000, by and among the Company, the Depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder ("Amended and Restated Deposit Agreement"). -- Filed herewith as Exhibit (a) (ii).

(b) Assignment and Assumption Agreement among the Successor Issuer, Cable & Wireless HKT Limited and the Depositary, providing for the assumption by the Successor Issuer of the obligations of Cable & Wireless HKT Limited under the Original Deposit Agreement, and the amendment and restatement of the Original Deposit Agreement as the Deposit Agreement. -- Filed herewith as Exhibit (b).

(c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three (3) years. -- None.

(d) Opinion of counsel for the Depositary as to the legality of the securities to be registered.\*

(e) Certification under Rule 466. -- Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- As set forth on the signature pages hereto.

\* Previously filed and incorporated herein by reference to Registration Statement No. 333-12010.

Edgar Filing: PCCW LTD - Form F-6 POS

II-5

Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal agency office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty (30) days before any change in the fee schedule.

II-6

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, to be amended by Amendment No. 1 to Amended and Restated Deposit Agreement, by and among PCCW Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this June 4, 2007.

Legal entity created by the Amended and Restated Deposit Agreement, as amended and supplemented, for the issuance of American Depositary Receipts evidencing American Depositary Shares issued thereunder, each American Depositary Share representing ten (10) Ordinary Shares, par value HK\$0.25, per share, of PCCW Limited, as amended by Amendment No. 1 to Amended and Restated Deposit Agreement.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/Emi Mak

-----  
Name: Emi Mak  
Title: Vice President

II-7

# Edgar Filing: PCCW LTD - Form F-6 POS

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, PCCW Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in, Hong Kong on this June 4, 2007.

PCCW LIMITED

By: /s/Alexander Anthony Arena

-----  
Name: Alexander Anthony Arena  
Title: Group Managing Director

By: /s/Philana W.Y. Poon

-----  
Name: Philana W.Y. Poon  
Title: Group General Counsel and  
Company Secretary

II-8

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alexander Anthony Arena and Philana W.Y. Poon and each of them, to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Post Effective Amendment No. 1 on Form F-6, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 has been signed by the following persons in the following capacities on June 4, 2007.

Signature -----	Title -----
/s/ Li Tzar Kai, Richard ----- Li Tzar Kai, Richard	Chairman and Executive Director
/s/ Alexander Anthony Arena ----- Alexander Anthony Arena	Group Managing Director (Principal Executive Officer) and Executive Director

Edgar Filing: PCCW LTD - Form F-6 POS

/s/ Hui Hon Hing, Susanna  
-----  
Hui Hon Hing, Susanna

Group Chief Financial Officer (Principal  
Financial and Accounting Officer)

/s/ Peter Anthony Allen  
-----  
Peter Anthony Allen

Executive Director

/s/ Chung Cho Yee, Mico  
-----  
Chung Cho Yee, Mico

Executive Director

/s/ Lee Chi Hong, Robert  
-----  
Lee Chi Hong, Robert

Executive Director

-----  
Dr. Fan Xingcha

Executive Director

/s/ Sir David Ford  
-----  
Sir David Ford

Non-Executive Director

II-9

-----  
Zhang Chunjiang

Non-Executive Director

/s/ Dr. Tian Suning  
-----  
Dr. Tian Suning

Non-Executive Director

/s/ Prof. Chang Hsin-kang  
-----  
Prof. Chang Hsin-kang

Independent Non-Executive  
Director

/s/ Dr. The Hon. Sir Li Kwok Po, David  
-----  
Dr. The Hon. Sir Li Kwok Po, David

Independent Non-Executive  
Director

/s/ Sir Roger Lobo  
-----  
Sir Roger Lobo

Independent Non-Executive  
Director

/s/ Aman Mehta

Independent Non-Executive

Edgar Filing: PCCW LTD - Form F-6 POS

-----  
Aman Mehta Director

/s/ The Hon. Raymond George Hardenbergh Seitz Independent Non-Executive  
----- Director  
The Hon. Raymond George Hardenbergh Seitz

II-10

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF  
PCCW LIMITED

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in PCCW Limited, has signed this Post-Effective Amendment No. 1 to Registration Statement on Form F-6 on the 4th day of June, 2007.

By: /s/ Gregory F. Lavelle  
-----  
Name: Gregory F. Lavelle  
Puglisi & Associates

II-11

Index to Exhibits

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (i)	Form of Amendment No. 1 to Amended and Restated Deposit Agreement	
(a) (ii)	Amended and Restated Deposit Agreement	
(b)	Assignment and Assumption Agreement	
(e)	Certification under Rule 466	